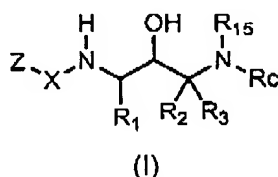


### The Listing of Claims

This listing of claims will replace all prior versions and listings of claims in the application.

1. (Original) A compound of the formula I:



or pharmaceutically acceptable salts thereof, wherein

Z is hydrogen, (C<sub>3</sub>-C<sub>7</sub> cycloalkyl)<sub>0-1</sub>(C<sub>1</sub>-C<sub>6</sub> alkyl)-, (C<sub>3</sub>-C<sub>7</sub> cycloalkyl)<sub>0-1</sub>(C<sub>2</sub>-C<sub>8</sub> alkenyl)-,

alkoxyalkoxyalkyl, (C<sub>3</sub>-C<sub>7</sub> cycloalkyl)<sub>0-1</sub>(C<sub>2</sub>-C<sub>8</sub> alkynyl)- or (C<sub>3</sub>-C<sub>7</sub> cycloalkyl)-, wherein

each of said groups is optionally substituted with 1, 2, or 3 R<sub>Z</sub> groups, wherein 1 or 2

methylene groups within said (C<sub>3</sub>-C<sub>7</sub> cycloalkyl)<sub>0-1</sub>(C<sub>1</sub>-C<sub>6</sub> alkyl)-, (C<sub>3</sub>-C<sub>7</sub> cycloalkyl)<sub>0-1</sub>(C<sub>2</sub>-

C<sub>8</sub> alkenyl)-, (C<sub>3</sub>-C<sub>7</sub> cycloalkyl)<sub>0-1</sub>(C<sub>2</sub>-C<sub>8</sub> alkynyl)- or (C<sub>3</sub>-C<sub>7</sub> cycloalkyl)- groups are

optionally replaced with -(C=O)-;

wherein R<sub>Z</sub> at each occurrence is independently halogen, -OH, -SH, -CN, -CF<sub>3</sub>, -OCF<sub>3</sub>,

C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>3</sub>-C<sub>7</sub> cycloalkyl, C<sub>3</sub>-C<sub>7</sub> cycloalkoxy or -NR<sub>100</sub>R<sub>101</sub>;

where R<sub>100</sub> and R<sub>101</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, CO(C<sub>1</sub>-C<sub>6</sub> alkyl) or

SO<sub>2</sub>C<sub>1</sub>-C<sub>6</sub> alkyl;

X is -(C=O)-, -(C=S)-, -(SO<sub>2</sub>)-;

R<sub>1</sub> is C<sub>1</sub>-C<sub>10</sub> alkyl optionally substituted with 1, 2, or 3 groups independently selected from

halogen, -OH, =O, -SH, -CN, -CF<sub>3</sub>, -OCF<sub>3</sub>, -C<sub>3-7</sub> cycloalkyl, -C<sub>1</sub>-C<sub>4</sub> alkoxy, amino, mono-

dialkylamino, aryl, heteroaryl, and heterocycloalkyl, wherein each aryl group is optionally

substituted with 1, 2 or 3 R<sub>50</sub> groups;

R<sub>50</sub> is selected from halogen, OH, SH, CN, -CO-(C<sub>1</sub>-C<sub>4</sub> alkyl), -NR<sub>7</sub>R<sub>8</sub>, -S(O)<sub>0-2</sub>(C<sub>1</sub>-C<sub>4</sub>

alkyl), C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>1</sub>-C<sub>8</sub> alkoxy, -O-benzyl,

alkenyloxy, alkoxyalkoxyalkoxy, and C<sub>3</sub>-C<sub>8</sub> cycloalkyl;

wherein the alkyl, alkenyl, alkynyl, alkoxy and cycloalkyl groups are optionally

substituted with 1 or 2 substituents independently selected from C<sub>1</sub>-C<sub>4</sub> alkyl,

halogen, OH, -NR<sub>5</sub>R<sub>6</sub>, CN, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, NR<sub>7</sub>R<sub>8</sub>, and C<sub>1</sub>-C<sub>4</sub> alkoxy;

R<sub>5</sub> and R<sub>6</sub> are independently H or C<sub>1</sub>-C<sub>6</sub> alkyl; or

$R_5$  and  $R_6$  and the nitrogen to which they are attached form a 5 or 6 membered heterocycloalkyl ring; and

$R_7$  and  $R_8$  are independently selected from H;  $-C_1-C_4$  alkyl optionally substituted with 1, 2, or 3 groups independently selected from  $-OH$ ,  $-NH_2$ , and halogen;  $-C_3-C_6$  cycloalkyl;  $-(C_1-C_4 \text{ alkyl})-O-(C_1-C_4 \text{ alkyl})$ ;  $-C_2-C_4$  alkenyl; and  $-C_2-C_4$  alkynyl;

wherein each heteroaryl is optionally substituted with 1 or 2  $R_{50}$  groups;

wherein each heterocycloalkyl group is optionally substituted with 1 or 2 groups that are independently  $R_{50}$  or  $=O$ ;

$R_2$  and  $R_3$  are independently selected from

$-H$ ;

$-F$ ;

$-C_1-C_6$  alkyl optionally substituted with a substituent selected from  $-F$ ,  $-OH$ ,  $-C\equiv N$ ,  $-CF_3$ ,  $C_1-C_3$  alkoxy, and  $-NR_5R_6$ ;

$-(CH_2)_{0-2}-R_{17}$ ;

$-(CH_2)_{0-2}-R_{18}$ ;

$-C_2-C_6$  alkenyl or  $C_2-C_6$  alkynyl, wherein each is optionally substituted with an independent substituent selected from  $-F$ ,  $-OH$ ,  $-C\equiv N$ ,  $-CF_3$  and  $C_1-C_3$  alkoxy;

$-(CH_2)_{0-2}-C_3-C_7$  cycloalkyl, optionally substituted an independent substituent selected from  $-F$ ,  $-OH$ ,  $-C\equiv N$ ,  $-CF_3$ ,  $C_1-C_3$  alkoxy and  $-NR_5R_6$ ; or

wherein  $R_2$ ,  $R_3$  and the carbon to which they are attached form a carbocycle of three thru seven carbon atoms, wherein one carbon atom is optionally replaced by a group selected from  $-O-$ ,  $-S-$ ,  $-SO_2-$ , or  $-NR_7-$ ;

where  $R_{17}$  at each occurrence is an aryl group selected from phenyl, 1-naphthyl, 2-naphthyl, indanyl, indenyl, dihydronaphthyl and tetralinyl, wherein said aryl groups are optionally substituted with one or two groups that are independently

$-C_1-C_3$  alkyl;  $-C_1-C_4$  alkoxy;  $CF_3$ ; or

$-C_2-C_6$  alkenyl or  $-C_2-C_6$  alkynyl each of which is optionally substituted with one substituent selected from  $F$ ,  $OH$ ,  $C_1-C_3$  alkoxy; or

-halogen;

$-OH$ ;

$-C\equiv N$ ;

$-C_3-C_7$  cycloalkyl;

-CO-(C<sub>1</sub>-C<sub>4</sub> alkyl);

-SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub> alkyl);

where R<sub>15</sub> is a heteroaryl group selected from pyridinyl, pyrimidinyl, quinolinyl, indolyl, pyridazinyl, pyrazinyl, isoquinolyl, quinazolinyl, quinoxalinyl, phthalazinyl, imidazolyl, isoxazolyl, oxazolyl, thiazolyl, furanyl, thienyl, pyrrolyl, oxadiazolyl or thiadiazolyl, wherein each of said heteroaryl groups is optionally substituted with one or two groups that are independently

-C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with one substituent selected from OH, C≡N, CF<sub>3</sub>, C<sub>1</sub>-C<sub>3</sub> alkoxy, and -NR<sub>5</sub>R<sub>6</sub>;

wherein R<sub>15</sub> is selected from hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> alkoxy C<sub>1</sub>-C<sub>6</sub> alkyl, hydroxy C<sub>1</sub>-C<sub>6</sub> alkyl, halo C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, -C(O)<sub>2</sub>-benzyl, and alkoxycarbonyl, wherein the alkyl and phenyl portion of each is unsubstituted or substituted with 1, 2, 3, or 4 groups independently selected from halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, hydroxy, C<sub>1</sub>-C<sub>6</sub> alkoxy, NH<sub>2</sub>, and -R<sub>26</sub>-R<sub>27</sub>;

wherein R<sub>26</sub> is selected from a bond, -C(O)-, -SO<sub>2</sub>-, -CO<sub>2</sub>-, -C(O)NR<sub>5</sub>-, and -NR<sub>5</sub>C(O)-,

wherein R<sub>27</sub> is selected from C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, aryl C<sub>1</sub>-C<sub>6</sub> alkyl, heterocycloalkyl, and heteroaryl, wherein each of the above is unsubstituted or substituted with 1, 2, 3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halogen, haloalkyl, hydroxyalkyl, -NR<sub>5</sub>R<sub>6</sub>, -C(O)NR<sub>5</sub>R<sub>6</sub>;

wherein R<sub>C</sub> is selected from

-(CH<sub>2</sub>)<sub>0-3</sub>-(C<sub>3</sub>-C<sub>8</sub>) cycloalkyl wherein the cycloalkyl is optionally substituted with 1, 2, or 3 groups independently selected from -R<sub>205</sub>, and -CO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub> alkyl);

-(CR<sub>245</sub>R<sub>250</sub>)<sub>0-4</sub>-aryl;

-(CR<sub>245</sub>R<sub>250</sub>)<sub>0-4</sub>-heteroaryl;

-(CR<sub>245</sub>R<sub>250</sub>)<sub>0-4</sub>-heterocycloalkyl;

-(CR<sub>245</sub>R<sub>250</sub>)<sub>0-4</sub>-aryl-heteroaryl;

-(CR<sub>245</sub>R<sub>250</sub>)<sub>0-4</sub>-aryl-heterocycloalkyl;

-(CR<sub>245</sub>R<sub>250</sub>)<sub>0-4</sub>-aryl-aryl;

-(CR<sub>245</sub>R<sub>250</sub>)<sub>0-4</sub>-heteroaryl-aryl;

-(CR<sub>245</sub>R<sub>250</sub>)<sub>0-4</sub>-heteroaryl-heterocycloalkyl;

-(CR<sub>245</sub>R<sub>250</sub>)<sub>0-4</sub>-heteroaryl-heteroaryl;

-(CR<sub>245</sub>R<sub>250</sub>)<sub>0-4</sub>-heterocycloalkyl-heteroaryl;

-(CR<sub>245</sub>R<sub>250</sub>)<sub>0-4</sub>-heterocycloalkyl-heterocycloalkyl;

-(CR<sub>245</sub>R<sub>250</sub>)<sub>0-4</sub>-heterocycloalkyl-aryl;

- a monocyclic or bicyclic ring of 5, 6, 7, 8, 9, or 10 carbons fused to 1 or 2 aryl, heteroaryl, or heterocycloalkyl groups wherein 1, 2 or 3 carbons of the monocyclic or bicyclic ring is optionally replaced with

-NH,

-N(CO)<sub>0-1</sub>R<sub>215</sub>,

-N(CO)<sub>0-1</sub>R<sub>220</sub>,

-O, or

-S(=O)<sub>0-2</sub>,

and wherein the monocyclic or bicyclic ring is optionally substituted with 1, 2 or 3 groups that are independently -R<sub>205</sub>, -R<sub>245</sub>, -R<sub>250</sub> or =O;

-C<sub>2</sub>-C<sub>8</sub> alkenyl optionally substituted with 1, 2, or 3 R<sub>205</sub> groups;

-C<sub>2</sub>-C<sub>8</sub> alkynyl optionally substituted with 1, 2, or 3 R<sub>205</sub> groups;

wherein each aryl group attached directly or indirectly to the -(CR<sub>245</sub>R<sub>250</sub>)<sub>0-4</sub> group is optionally substituted with 1, 2, 3 or 4 R<sub>200</sub> groups;

wherein each heteroaryl group attached directly or indirectly to the -(CR<sub>245</sub>R<sub>250</sub>)<sub>0-4</sub> group is optionally substituted with 1, 2, 3, or 4 R<sub>200</sub>;

wherein each heterocycloalkyl attached directly or indirectly to the -(CR<sub>245</sub>R<sub>250</sub>)<sub>0-4</sub> group is optionally substituted with 1, 2, 3, or 4 R<sub>210</sub>;

wherein R<sub>200</sub> at each occurrence is independently selected from

-C<sub>1</sub>-C<sub>8</sub> alkyl optionally substituted with 1, 2, or 3 R<sub>205</sub> groups;

-OH;

-NO<sub>2</sub>;

-halogen;

-C≡N;

-CHO;

-(CH<sub>2</sub>)<sub>0-4</sub>-CO-NR<sub>220</sub>R<sub>225</sub>;

-(CH<sub>2</sub>)<sub>0-4</sub>-CO-(C<sub>1</sub>-C<sub>8</sub> alkyl);

-(CH<sub>2</sub>)<sub>0-4</sub>-CO-(C<sub>2</sub>-C<sub>8</sub> alkenyl);

-(CH<sub>2</sub>)<sub>0-4</sub>-CO-(C<sub>2</sub>-C<sub>8</sub> alkynyl);

-(CH<sub>2</sub>)<sub>0-4</sub>-CO-(C<sub>3</sub>-C<sub>7</sub> cycloalkyl);

-(CH<sub>2</sub>)<sub>0-4</sub>-(CO)<sub>0-1</sub>-aryl;

-(CH<sub>2</sub>)<sub>0-4</sub>-(CO)<sub>0-1</sub>-heteroaryl;

$-(CH_2)_{0-4}-(CO)_{0-1}$ -heterocycloalkyl;  
 $-(CH_2)_{0-4}-CO_2R_{215}$ ;  
 $-(CH_2)_{0-4}-SO_2-NR_{220}R_{225}$ ;  
 $-(CH_2)_{0-4}-S(O)_{0-2}-(C_1-C_8 \text{ alkyl})$ ;  
 $-(CH_2)_{0-4}-S(O)_{0-2}-(C_3-C_7 \text{ cycloalkyl})$ ;  
 $-(CH_2)_{0-4}-N(H \text{ or } R_{215})-CO_2R_{215}$ ;  
 $-(CH_2)_{0-4}-N(H \text{ or } R_{215})-SO_2-R_{220}$ ;  
 $-(CH_2)_{0-4}-N(H \text{ or } R_{215})-CO-N(R_{215})_2$ ;  
 $-(CH_2)_{0-4}-N(H \text{ or } R_{215})-CO-R_{220}$ ;  
 $-(CH_2)_{0-4}-NR_{220}R_{225}$ ;  
 $-(CH_2)_{0-4}-O-CO-(C_1-C_6 \text{ alkyl})$ ;  
 $-(CH_2)_{0-4}-O-(R_{215})$ ;  
 $-(CH_2)_{0-4}-S-(R_{215})$ ;  
 $-(CH_2)_{0-4}-O-(C_1-C_6 \text{ alkyl optionally substituted with 1, 2, 3, or 5 -F})$ ;  
 $-C_2-C_6 \text{ alkenyl optionally substituted with 1 or 2 } R_{205} \text{ groups}$ ;  
 $-C_2-C_6 \text{ alkynyl optionally substituted with 1 or 2 } R_{205} \text{ groups}$ ;  
 and

$-(CH_2)_{0-4}-C_3-C_7 \text{ cycloalkyl}$ ;  
 wherein each aryl group included within  $R_{200}$  is optionally substituted with 1, 2, or 3 groups that are independently

$-R_{205}$ ,

$-R_{210}$  or

$-C_1-C_8 \text{ alkyl substituted with 1, 2, or 3 groups that are independently } R_{205} \text{ or } R_{210}$ ;

wherein each heterocycloalkyl group included within  $R_{200}$  is optionally substituted with 1, 2, or 3 groups that are independently  $R_{210}$ ;

wherein each heteroaryl group included within  $R_{200}$  is optionally substituted with 1, 2, or 3 groups that are independently

$-R_{205}$ ,

$-R_{210}$ , or

$-C_1-C_8 \text{ alkyl substituted with 1, 2, or 3 groups that are independently}$

$-R_{205}$  or

$-R_{210}$ ;

wherein  $R_{205}$  at each occurrence is independently selected from

$-C_1-C_8$  alkyl,  
 $-C_2-C_8$  alkenyl,  
 $-C_2-C_8$  alkynyl,  
 $-C_1-C_6$  haloalkoxy  
 $-(CH_2)_{0-3}(C_3-C_7$  cycloalkyl)  
 -halogen,  
 $-(CH_2)_{0-6}-OH$ ,  
 -O-phenyl,  
 -alkenyl-phenyl,  
 -SH,  
 $-(CH_2)_{0-6}-C\equiv N$ ,  
 $-(CH_2)_{0-6}-C(=O)NR_{235}R_{240}$   
 $-CF_3$ ,  
 $-C(O)_2$ -benzyl,  
 $-C_1-C_6$  alkoxy, and  
 $-NR_{235}R_{240}$ .

wherein  $R_{210}$  at each occurrence is independently selected from

$-C_1-C_6$  alkyl optionally substituted with 1, 2, or 3  $R_{205}$  groups;  
 $-C_2-C_8$  alkenyl optionally substituted with 1, 2, or 3  $R_{205}$  groups;  
 $-C_2-C_8$  alkynyl optionally substituted with 1, 2, or 3  $R_{205}$  groups;  
 -halogen;  
 $-C_1-C_6$  alkoxy;  
 $-C_1-C_6$  haloalkoxy;  
 $-NR_{220}R_{225}$ ;  
 $-OH$ ;  
 $-C\equiv N$ ;  
 $-C_3-C_7$  cycloalkyl optionally substituted with 1, 2, or 3  $R_{205}$  groups;  
 $-CO-(C_1-C_4$  alkyl);  
 $-SO_2-NR_{235}R_{240}$ ;  
 $-CO-NR_{235}R_{240}$ ;  
 $-SO_2-(C_1-C_4$  alkyl); and  
 $=O$ ; wherein

wherein  $R_{215}$  at each occurrence is independently selected from

-C<sub>1</sub>-C<sub>6</sub> alkyl,  
-(CH<sub>2</sub>)<sub>0-2</sub>-(aryl),  
-C<sub>2</sub>-C<sub>6</sub> alkenyl,  
-C<sub>2</sub>-C<sub>6</sub> alkynyl,  
-C<sub>3</sub>-C<sub>7</sub> cycloalkyl,  
-(CH<sub>2</sub>)<sub>0-2</sub>-(heteroaryl), and  
-(CH<sub>2</sub>)<sub>0-2</sub>-(heterocycloalkyl);

wherein the aryl group included within R<sub>215</sub> is optionally substituted with 1, 2, or 3 groups that are independently

-R<sub>205</sub> or

-R<sub>210</sub>;

wherein the heterocycloalkyl group included within R<sub>215</sub> is optionally substituted with 1, 2, or 3 R<sub>210</sub>;

wherein each heteroaryl group included within R<sub>215</sub> is optionally substituted with 1, 2, or 3 R<sub>210</sub>;

wherein R<sub>220</sub> and R<sub>225</sub> at each occurrence are independently selected from

-H,  
-C<sub>1</sub>-C<sub>6</sub> alkyl,  
-hydroxy C<sub>1</sub>-C<sub>6</sub> alkyl,  
-amino C<sub>1</sub>-C<sub>6</sub> alkyl,  
-halo C<sub>1</sub>-C<sub>6</sub> alkyl,  
-(CH<sub>2</sub>)<sub>0-2</sub>-(C<sub>3</sub>-C<sub>7</sub> cycloalkyl),  
-(C<sub>1</sub>-C<sub>6</sub> alkyl)-O-(C<sub>1</sub>-C<sub>3</sub> alkyl),  
-C<sub>2</sub>-C<sub>6</sub> alkenyl,  
-C<sub>2</sub>-C<sub>6</sub> alkynyl,  
-aryl,  
-heteroaryl, and  
-heterocycloalkyl;

wherein the aryl, heteroaryl or heterocycloalkyl group included within R<sub>220</sub> and R<sub>225</sub> is optionally substituted with 1, 2, or 3 R<sub>270</sub> groups,

wherein R<sub>270</sub> at each occurrence is independently

-R<sub>205</sub>,

-C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 1, 2, or 3 R<sub>205</sub> groups;

-C<sub>2</sub>-C<sub>6</sub> alkenyl optionally substituted with 1, 2, or 3 R<sub>205</sub> groups;  
-C<sub>2</sub>-C<sub>6</sub> alkynyl optionally substituted with 1, 2, or 3 R<sub>205</sub> groups;  
-halogen;  
-C<sub>1</sub>-C<sub>6</sub> alkoxy;  
-C<sub>1</sub>-C<sub>6</sub> haloalkoxy;  
-NR<sub>235</sub>R<sub>240</sub>;  
-OH;  
-C≡N;  
-C<sub>3</sub>-C<sub>7</sub> cycloalkyl optionally substituted with 1, 2, or 3 R<sub>205</sub> groups;  
-CO-(C<sub>1</sub>-C<sub>4</sub> alkyl);  
-SO<sub>2</sub>-NR<sub>235</sub>R<sub>240</sub>;  
-CO-NR<sub>235</sub>R<sub>240</sub>;  
-SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub> alkyl); and  
=O;

wherein R<sub>235</sub> and R<sub>240</sub> at each occurrence are independently

-H, or  
-C<sub>1</sub>-C<sub>6</sub> alkyl;  
-phenyl

wherein R<sub>245</sub> and R<sub>250</sub> at each occurrence are independently selected from

-H,  
-(CH<sub>2</sub>)<sub>0-4</sub>CO<sub>2</sub>C<sub>1</sub>-C<sub>4</sub> alkyl  
-(CH<sub>2</sub>)<sub>0-4</sub>C(=O)C<sub>1</sub>-C<sub>4</sub> alkyl  
-C<sub>1</sub>-C<sub>4</sub> alkyl,  
-C<sub>1</sub>-C<sub>4</sub> hydroxyalkyl,  
-C<sub>1</sub>-C<sub>4</sub> alkoxy,  
-C<sub>1</sub>-C<sub>4</sub> haloalkoxy,  
-(CH<sub>2</sub>)<sub>0-4</sub>-C<sub>3</sub>-C<sub>7</sub> cycloalkyl,  
-C<sub>2</sub>-C<sub>6</sub> alkenyl,  
-C<sub>2</sub>-C<sub>6</sub> alkynyl,  
-(CH<sub>2</sub>)<sub>0-4</sub> aryl,  
-(CH<sub>2</sub>)<sub>0-4</sub> heteroaryl, and  
-(CH<sub>2</sub>)<sub>0-4</sub> heterocycloalkyl, or



wherein  $R_{245}$  and  $R_{250}$  are taken together with the carbon to which they are attached to form a monocycle or bicycle of 3, 4, 5, 6, 7, 8, 9, or 10 carbon atoms, optionally where 1 or 2 carbon atoms is replaced by a heteroatom selected from

-O-,

-S-,

-SO<sub>2</sub>, and

-NR<sub>220</sub>-; or wherein a -CH<sub>2</sub>- group is replaced with a -C(O)- group;

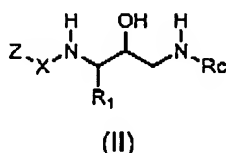
wherein the aryl, heteroaryl or heterocycloalkyl group included within  $R_{245}$  and  $R_{250}$  is optionally substituted with 1, 2, or 3 groups that are independently halogen, C<sub>1-6</sub> alkyl, CN or OH.

2. (Original) A compound according to claim 1, wherein Z is (C<sub>3</sub>-C<sub>7</sub> cycloalkyl)<sub>0-1</sub>(C<sub>1</sub>-C<sub>6</sub> alkyl)-, (C<sub>3</sub>-C<sub>7</sub> cycloalkyl)<sub>0-1</sub>(C<sub>2</sub>-C<sub>6</sub> alkenyl)-, (C<sub>3</sub>-C<sub>7</sub> cycloalkyl)<sub>0-1</sub>(C<sub>2</sub>-C<sub>6</sub> alkynyl)- or (C<sub>3</sub>-C<sub>7</sub> cycloalkyl)-, wherein each of said groups is optionally substituted with 1, 2, or 3 R<sub>2</sub> groups; wherein, R<sub>2</sub> at each occurrence is independently halogen, -OH, -CN, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>3</sub>-C<sub>7</sub> cycloalkyl, C<sub>3</sub>-C<sub>7</sub> cycloalkoxy, -NR<sub>100</sub>R<sub>101</sub>; where R<sub>100</sub> and R<sub>101</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, CO(C<sub>1</sub>-C<sub>6</sub> alkyl) or SO<sub>2</sub>C<sub>1</sub>-C<sub>6</sub> alkyl.
3. (Original) A compound according to claim 1, wherein X is -(C=O)-.
4. (Original) A compound according to claim 3, wherein Z is H.
5. (Original) A compound according to claim 1, wherein R<sub>1</sub> is C<sub>1</sub>-C<sub>10</sub> alkyl optionally substituted with 1 or 2 groups independently selected from halogen, -OH, =O, -CF<sub>3</sub>, -OCF<sub>3</sub>, -C<sub>3-7</sub> cycloalkyl, -C<sub>1</sub>-C<sub>4</sub> alkoxy, amino or aryl, wherein the aryl group is optionally substituted with 1 or 2 R<sub>50</sub> groups; wherein R<sub>50</sub> is selected from halogen, OH, -CO-(C<sub>1</sub>-C<sub>4</sub> alkyl), -NR<sub>7</sub>R<sub>8</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy and C<sub>3</sub>-C<sub>8</sub> cycloalkyl; wherein the alkyl, alkoxy and cycloalkyl groups are optionally substituted with 1 or 2 substituents independently selected from C<sub>1</sub>-C<sub>4</sub> alkyl, halogen, OH, -NR<sub>5</sub>R<sub>6</sub>, NR<sub>7</sub>R<sub>8</sub>, and C<sub>1</sub>-C<sub>4</sub> alkoxy; wherein R<sub>5</sub> and R<sub>6</sub> are independently H or C<sub>1</sub>-C<sub>6</sub> alkyl; or

wherein  $R_5$  and  $R_6$  and the nitrogen to which they are attached form a 5 or 6 membered heterocycloalkyl ring; and

wherein  $R_7$  and  $R_8$  are independently selected from -H; -C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with 1, 2, or 3 groups independently selected from -OH, -NH<sub>2</sub>, and halogen; -C<sub>3</sub>-C<sub>8</sub> cycloalkyl; -(C<sub>1</sub>-C<sub>4</sub> alkyl)-O-(C<sub>1</sub>-C<sub>4</sub> alkyl).

6. (Original) A compound according to claim 5, wherein  $R_1$  is -CH<sub>2</sub>-phenyl where the phenyl ring is optionally substituted with 1 or 2 groups independently selected from halogen, C<sub>1</sub>-C<sub>2</sub> alkyl, C<sub>1</sub>-C<sub>2</sub> alkoxy and hydroxy.
7. (Original) A compound according to claim 6, wherein  $R_1$  is benzyl, 3-fluorobenzyl or 3,5-difluorobenzyl.
8. (Original) A compound according to claim 1, wherein  $R_{15}$  is H.
9. (Original) A compound according to claim 7, wherein  $R_{15}$  is H.
10. (Original) A compound according to claim 1 of the formula II:



wherein Z is hydrogen, -C<sub>1</sub>-C<sub>6</sub> alkyl, -C<sub>2</sub>-C<sub>6</sub> alkenyl, -C<sub>2</sub>-C<sub>6</sub> alkynyl or -C<sub>3</sub>-C<sub>7</sub> cycloalkyl, where each of said groups is optionally substituted with 1 or 2  $R_Z$  groups, wherein 1 or 2 methylene groups within said -C<sub>1</sub>-C<sub>6</sub> alkyl, -C<sub>2</sub>-C<sub>6</sub> alkenyl, -C<sub>2</sub>-C<sub>6</sub> alkynyl or -C<sub>3</sub>-C<sub>7</sub> cycloalkyl groups are optionally replaced with -(C=O)-;

wherein  $R_Z$  at each occurrence is independently halogen, -OH, -CN, -CF<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>3</sub>-C<sub>7</sub> cycloalkyl, C<sub>3</sub>-C<sub>7</sub> cycloalkoxy or -NR<sub>100</sub>R<sub>101</sub>;

where  $R_{100}$  and  $R_{101}$  are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, CO(C<sub>1</sub>-C<sub>6</sub> alkyl) or SO<sub>2</sub>C<sub>1</sub>-C<sub>6</sub> alkyl;

wherein X is -C(=O)-;

wherein  $R_1$  is C<sub>1</sub>-C<sub>10</sub> alkyl optionally substituted with 1 or 2 groups independently selected from halogen, -OH, =O, -CN, -CF<sub>3</sub>, -OCF<sub>3</sub>, -C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>1</sub>-C<sub>4</sub> alkoxy, amino, mono-

dialkylamino, aryl, heteroaryl or heterocycloalkyl, wherein the aryl group is optionally substituted with 1 or 2  $R_{50}$  groups;

where  $R_{50}$  is halogen, OH, CN,  $-\text{CO}-(\text{C}_1-\text{C}_4 \text{ alkyl})$ ,  $-\text{NR}_7\text{R}_8$ ,  $\text{C}_1-\text{C}_6$  alkyl,  $\text{C}_2-\text{C}_6$  alkenyl,  $\text{C}_2-\text{C}_6$  alkynyl,  $\text{C}_1-\text{C}_6$  alkoxy and  $\text{C}_3-\text{C}_8$  cycloalkyl;

where  $R_7$  and  $R_8$  are selected from H;  $-\text{C}_1-\text{C}_4$  alkyl optionally substituted with 1, 2, or 3 groups selected from  $-\text{OH}$ ,  $-\text{NH}_2$  and halogen;  $-\text{C}_3-\text{C}_6$  cycloalkyl;  $-(\text{C}_1-\text{C}_4 \text{ alkyl})-\text{O}-(\text{C}_1-\text{C}_4 \text{ alkyl})$ ;  $-\text{C}_2-\text{C}_4$  alkenyl; and  $-\text{C}_2-\text{C}_4$  alkynyl;

wherein  $R_C$  is selected from

$-(\text{CR}_{245}\text{R}_{250})_{0-4}\text{-aryl}$ ;

$-(\text{CR}_{245}\text{R}_{250})_{0-4}\text{-heteroaryl}$ ;

$-(\text{CR}_{245}\text{R}_{250})_{0-4}\text{-heterocycloalkyl}$ ;

where the aryl group attached to the  $-(\text{CR}_{245}\text{R}_{250})_{0-4}\text{-}$  group is optionally substituted with 1, 2, 3 or 4  $R_{200}$  groups;

where the heteroaryl group attached to the  $-(\text{CR}_{245}\text{R}_{250})_{0-4}\text{-}$  group is optionally substituted with 1, 2, 3, or 4  $R_{200}$  groups;

where the heterocycloalkyl group attached to the  $-(\text{CR}_{245}\text{R}_{250})_{0-4}\text{-}$  group is optionally substituted with 1, 2, 3, or 4  $R_{210}$  groups.

11. (Original) A compound according to claim 10, wherein

Z is  $-\text{C}_1-\text{C}_6$  alkyl;

$R_1$  is  $\text{C}_1-\text{C}_{10}$  alkyl substituted with 1 phenyl group, where the phenyl group attached to the alkyl is optionally substituted with 1 or 2  $R_{50}$  groups, where each  $R_{50}$  is independently halogen, OH, CN, or  $\text{C}_1-\text{C}_6$  alkyl; and

$R_C$  is  $-(\text{CR}_{245}\text{R}_{250})_{0-4}\text{-aryl}$  or  $-(\text{CR}_{245}\text{R}_{250})_{0-4}\text{-heteroaryl}$ , where the aryl and heteroaryl groups are optionally substituted with 1 or 2  $R_{200}$  groups.

12. (Original) A compound according to claim 1 which is

N-[(1S,2R)-3-[(3-bromobenzyl)amino]-1-(3,5-difluorobenzyl)-2-hydroxypropyl]acetamide;

N-[(1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[[[(4R)-6-isopropyl-2,2-dioxido-3,4-dihydro-1H-isothiochromen-4-yl]amino]propyl]acetamide;

N-[(1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[[[(4S)-6-isopropyl-2,2-dioxido-3,4-dihydro-1H-isothiochromen-4-yl]amino]propyl]acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[(6-ethyl-2,2-dioxido-3,4-dihydro-1H-isothiochromen-4-yl)amino]-2-hydroxypropyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[(6-ethyl-2,2-dioxido-3,4-dihydro-1H-isothiochromen-4-yl)amino]-2-hydroxypropyl)acetamide;

N-[(1S,2R)-3-[[1-(3-bromophenyl)cyclopropyl]amino]-1-(3,5-difluorobenzyl)-2-hydroxypropyl]acetamide hydrochloride;

methyl 3-[[[(2R,3S)-3-(acetylamino)-4-(3,5-difluorophenyl)-2-hydroxybutyl]amino]-3-(3-bromophenyl)propanoate;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[(3-ethylbenzyl)amino]-2-hydroxypropyl)acetamide;

methyl 3-[[[(2R,3S)-3-(acetylamino)-4-(3,5-difluorophenyl)-2-hydroxybutyl]amino]-3-(3-ethylphenyl)propanoate;

3-[[[(2R,3S)-3-(acetylamino)-4-(3,5-difluorophenyl)-2-hydroxybutyl]amino]-3-(3-ethylphenyl)propanoic acid;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[[1-(3-ethylphenyl)-3-hydroxypropyl]amino]-2-hydroxypropyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(1S)-1,2,3,4-tetrahydronaphthalen-1-ylamino]propyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[(2,2-dioxido-3,4-dihydro-1H-isothiochromen-4-yl)amino]-2-hydroxypropyl)acetamide;

N-[1-(3,5-Difluoro-benzyl)-3-(6-ethyl-2,2-dioxo-2<sup>6</sup>-isothiochroman-4-ylamino)-2-hydroxy-propyl]-2-methylamino-acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(3-iodobenzyl)amino]propyl)acetamide;

methyl 3-[[[(2R,3S)-3-(acetylamino)-4-(3,5-difluorophenyl)-2-hydroxybutyl]amino]-3-(3-iodophenyl)propanoate;

methyl 3-[[[(2R,3S)-3-(acetylamino)-4-(3,5-difluorophenyl)-2-hydroxybutyl]amino]-3-[3-(3-hydroxyprop-1-ynyl)phenyl]propanoate;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[[3-hydroxy-1-(3-iodophenyl)propyl]amino]propyl)acetamide;

methyl 3-[[[(2R,3S)-3-(acetylamino)-4-(3,5-difluorophenyl)-2-hydroxybutyl]amino]-3-[3-(3-hydroxypropyl)phenyl]propanoate;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(7-methoxy-1,2,3,4-tetrahydronaphthalen-1-yl)amino]propyl)acetamide;

2-Amino-N-[1-(3,5-difluoro-benzyl)-3-(6-ethyl-2,2-dioxo-2 $\square^6$ -isothiochroman-4-ylamino)-2-hydroxy-propyl]-acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[[6-ethyl-2-(methylsulfonyl)-1,2,3,4-tetrahydroisoquinolin-4-yl]amino]-2-hydroxypropyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[[1S]-7-ethyl-1,2,3,4-tetrahydronaphthalen-1-yl]amino)-2-hydroxypropyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[[1R]-7-ethyl-1,2,3,4-tetrahydronaphthalen-1-yl]amino)-2-hydroxypropyl)acetamide;

N-[(1S,2R)-3-[[1-(3-bromophenyl)cyclopropyl]amino]-1-(3,5-difluorobenzyl)-2-hydroxypropyl]acetamide;

methyl 3-[[[(2R,3S)-3-(acetylamino)-4-(3,5-difluorophenyl)-2-hydroxybutyl]amino]-3-[3-(5-formylthien-2-yl)phenyl]propanoate;

methyl 3-[[[(2R,3S)-3-(acetylamino)-4-(3,5-difluorophenyl)-2-hydroxybutyl]amino]-3-(2'-acetyl-1,1'-biphenyl-3-yl)propanoate;

N-[1-(3,5-Difluoro-benzyl)-3-(6-ethyl-2,2-dioxo-2 $\square^6$ -isothiochroman-4-ylamino)-2-hydroxy-propyl]-3-methyl-butylamide;

N-[(1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-({1-[3'-(hydroxymethyl)-1,1'-biphenyl-3-yl]cyclopropyl}amino)propyl]acetamide;

N-[(1S,2R)-1-(3,5-difluorobenzyl)-3-({1-[3-(5-formylthien-2-yl)phenyl]cyclopropyl}amino)-2-hydroxypropyl]acetamide;

N-[(1S,2R)-1-(3,5-difluorobenzyl)-3-(9H-fluoren-9-ylamino)-2-hydroxypropyl]acetamide;

methyl 3-[[[(2R,3S)-3-(acetylamino)-4-(3,5-difluorophenyl)-2-hydroxybutyl]amino]-3-[3-(trifluoromethyl)phenyl]propanoate;

methyl 3-[[[(2R,3S)-3-(acetylamino)-4-(3,5-difluorophenyl)-2-hydroxybutyl]amino]-3-(3-cyanophenyl)propanoate;

N-[1-(3,5-Difluoro-benzyl)-3-(6-ethyl-2,2-dioxo-2 $\square^6$ -isothiochroman-4-ylamino)-2-hydroxy-propyl]-3-hydroxy-2,2-dimethyl-propionamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[[1-(3-ethylphenyl)cyclopropyl]amino]-2-hydroxypropyl)acetamide;

methyl 3-[[[(2R,3S)-3-(acetylamino)-4-(3,5-difluorophenyl)-2-hydroxybutyl]amino]-3-(3-bromophenyl)propanoate;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[[1-(3-ethynylphenyl)cyclopropyl]amino]-2-hydroxypropyl)acetamide;

N-[(1S,2R)-3-[(2-bromo-9H-fluoren-9-yl)amino]-1-(3,5-difluorobenzyl)-2-hydroxypropyl]acetamide;

N-[(1S,2R)-1-(3,5-difluorobenzyl)-3-[(2-ethyl-9H-fluoren-9-yl)amino]-2-hydroxypropyl]acetamide;

N-[(1S,2R)-1-(3,5-difluorobenzyl)-3-[(2,2-dioxido-3,4-dihydro-1,2-benzoxathiin-4-yl)amino]-2-hydroxypropyl]acetamide;

N-[(1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(6-iodo-3,4-dihydro-2H-chromen-4-yl)amino]propyl]acetamide;

N-[(1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(4S)-6-iodo-3,4-dihydro-2H-chromen-4-yl]amino]propyl]acetamide;

N-[(1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(4R)-6-iodo-3,4-dihydro-2H-chromen-4-yl]amino]propyl]acetamide;

N-[1-(3,5-Difluoro-benzyl)-3-(6-ethyl-2,2-dioxo-2<sup>6</sup>-isothiochroman-4-ylamino)-2-hydroxy-propyl]-3-hydroxy-propionamide;

N-[(1S,2R)-1-(3,5-difluorobenzyl)-3-[(6-ethyl-2,2-dioxido-3,4-dihydro-1,2-benzoxathiin-4-yl)amino]-2-hydroxypropyl]acetamide;

N-[(1S,2R)-1-(3,5-difluorobenzyl)-3-[(6-ethyl-2,2-dioxido-3,4-dihydro-1,2-benzoxathiin-4-yl)amino]-2-hydroxypropyl]acetamide;

N-[(1S,2R)-1-(3,5-difluorobenzyl)-3-[[4-(3-ethylphenyl)tetrahydro-2H-pyran-4-yl]amino]-2-hydroxypropyl]acetamide;

N-[(1S,2R)-1-(3,5-difluorobenzyl)-3-[[1-(3-ethylphenyl)butyl]amino]-2-hydroxypropyl]acetamide;

N-[(1S,2R)-1-(3,5-difluorobenzyl)-3-[(4S)-6-ethyl-3,4-dihydro-2H-chromen-4-yl]amino]-2-hydroxypropyl]acetamide;

N-[(1S,2R)-1-(3,5-difluorobenzyl)-3-[(4R)-6-ethyl-3,4-dihydro-2H-chromen-4-yl]amino]-2-hydroxypropyl]acetamide;

N-[(1S,2R)-1-(3,5-difluorobenzyl)-3-[(7-ethyl-1,2,3,4-tetrahydronaphthalen-1-yl)amino]-2-hydroxypropyl]acetamide;

N-[1-(3,5-Difluoro-benzyl)-3-(6-ethyl-2,2-dioxo-2<sup>6</sup>-isothiochroman-4-ylamino)-2-hydroxy-propyl]-3-hydroxy-butylamide;

N-[(1S,2R)-1-(3,5-difluorobenzyl)-3-[[1-(3-ethylphenyl)cyclohexyl]amino]-2-hydroxypropyl]acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[(1-(3-ethylphenyl)cyclopentyl)amino]-2-hydroxypropyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[(6-ethyl-3,4-dihydro-1H-isothiochromen-4-yl)amino]-2-hydroxypropyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[(2-ethyl-5-fluoro-9H-fluoren-9-yl)amino]-2-hydroxypropyl)acetamide;

methyl (3S)-3-[(2R,3S)-3-(acetylamino)-4-(3,5-difluorophenyl)-2-hydroxybutyl]amino]-3-(3-ethylphenyl)butanoate;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[[1-(3-isobutylisoxazol-5-yl)cyclopropyl]amino]propyl)acetamide;

N-[1-(3,5-Difluoro-benzyl)-3-(6-ethyl-2,2-dioxo-2<sup>6</sup>-isothiochroman-4-ylamino)-2-hydroxy-propyl]-2-phenyl-acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[(2-ethyl-7-fluoro-9H-fluoren-9-yl)amino]-2-hydroxypropyl)acetamide;

methyl (3R)-3-[(2R,3S)-3-(acetylamino)-4-(3,5-difluorophenyl)-2-hydroxybutyl]amino]-3-(3-ethylphenyl)butanoate;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[(2,5-dipropylbenzyl)amino]-2-hydroxypropyl)acetamide;

[[1-(3,5-Difluoro-benzyl)-3-(6-ethyl-2,2-dioxo-2<sup>6</sup>-isothiochroman-4-ylamino)-2-hydroxy-propylcarbamoyl]-methyl]-methyl-carbamic acid tert-butyl ester;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(2-isobutyl-9H-fluoren-9-yl)amino]propyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[(1S)-6-ethyl-2,3-dihydro-1H-inden-1-yl]amino)-2-hydroxypropyl)acetamide;

N-[1-(3,5-Difluoro-benzyl)-3-(6-ethyl-2,2-dioxo-2<sup>6</sup>-isothiochroman-4-ylamino)-2-hydroxy-propyl]-2-methyl-2-methylamino-propionamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[[1-ethyl-1-(3-ethylphenyl)propyl]amino]-2-hydroxypropyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[(6-ethyl-2,2-dioxido-3,4-dihydro-1H-2,1-benzothiazin-4-yl)amino]-2-hydroxypropyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[(6-ethyl-2,2-dioxido-3,4-dihydro-1H-2,1-benzothiazin-4-yl)amino]-2-hydroxypropyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[(6-ethyl-3-methyl-2,2-dioxido-3,4-dihydro-1H-isothiochromen-4-yl)amino]-2-hydroxypropyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[(6-ethyl-3-methyl-2,2-dioxido-3,4-dihydro-1H-isothiochromen-4-yl)amino]-2-hydroxypropyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[(6-ethyl-1-methyl-1,2,3,4-tetrahydroquinolin-4-yl)amino]-2-hydroxypropyl)acetamide;

methyl 3-[(2R,3S)-3-(acetylamino)-4-(3,5-difluorophenyl)-2-hydroxybutyl]amino}-3-(3-ethylphenyl)propanoate;

N-[1-(3,5-Difluoro-benzyl)-3-(6-ethyl-2,2-dioxo-2<sup>6</sup>-isothiochroman-4-ylamino)-2-hydroxy-propyl]-2-(1H-imidazol-4-yl)-acetamide;

methyl 3-[(2R,3S)-3-(acetylamino)-4-(3,5-difluorophenyl)-2-hydroxybutyl]amino}-3-(3-ethylphenyl)propanoate;

N-[(1S,2R)-3-[(2-bromo-9-methyl-9H-fluoren-9-yl)amino]-1-(3,5-difluorobenzyl)-2-hydroxypropyl]acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[(2-(1-ethylpropyl)-9H-fluoren-9-yl)amino]-2-hydroxypropyl)acetamide;

N-[(1S,2R)-3-[(2-cyclopentyl-9H-fluoren-9-yl)amino]-1-(3,5-difluorobenzyl)-2-hydroxypropyl]acetamide;

N-[1-(3,5-Difluoro-benzyl)-3-(6-ethyl-2,2-dioxo-2<sup>6</sup>-isothiochroman-4-ylamino)-2-hydroxy-propyl]-propionamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[(2-ethyl-9-methyl-9H-fluoren-9-yl)amino]-2-hydroxypropyl)acetamide;

N-[(1S,2R)-3-[(2-cyclohexyl-9H-fluoren-9-yl)amino]-1-(3,5-difluorobenzyl)-2-hydroxypropyl]acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[[1-(4-ethylpyridin-2-yl)cyclopropyl]amino]-2-hydroxypropyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(4S)-6-(1H-pyrrol-3-yl)-3,4-dihydro-2H-chromen-4-yl]amino)propyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[(5R)-3-ethyl-6,7,8,9-tetrahydro-5H-benzo[7]annulen-5-yl]amino)-2-hydroxypropyl)acetamide;

N-[(1S,2R)-3-[[1-(3-bromophenyl)-1-methylethyl]amino]-1-(3,5-difluorobenzyl)-2-hydroxypropyl]acetamide;



N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[(2-(dimethylamino)-9H-fluoren-9-yl)amino]-2-hydroxypropyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(1S)-7-propyl-1,2,3,4-tetrahydronaphthalen-1-yl]amino)propyl)acetamide;

N-[(1S,2R)-1-(3,5-difluorobenzyl)-3-[(1S)-7-[(dimethylamino)methyl]-1,2,3,4-tetrahydronaphthalen-1-yl]amino]-2-hydroxypropyl)acetamide;

N-[(1S,2R)-3-[(1S)-7-bromo-1,2,3,4-tetrahydronaphthalen-1-yl]amino]-1-(3,5-difluorobenzyl)-2-hydroxypropyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(1-(3-propylphenyl)cyclopropyl]amino)propyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[(1-(3-ethylphenyl)cycloheptyl]amino)-2-hydroxypropyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(6-isopropyl-3,4-dihydro-2H-chromen-4-yl)amino]propyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[(6-ethyl-2-hydroxy-2,3-dihydro-1H-inden-1-yl)amino]-2-hydroxypropyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[(2-ethyl-6-fluoro-9H-fluoren-9-yl)amino]-2-hydroxypropyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(2-(methoxymethyl)-9H-fluoren-9-yl)amino]propyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[(1-(3-ethylphenyl)-2-(5-methyl-1,3-oxazol-2-yl)ethyl]amino)-2-hydroxypropyl)acetamide hydrochloride;

N-[(1S,2R)-1-(3,5-difluorobenzyl)-3-(3,4-dihydro-2H-chromen-4-ylamino)-2-hydroxypropyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[(2-ethyl-5-(trifluoromethyl)-9H-fluoren-9-yl)amino]-2-hydroxypropyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(2-(3-methylbutyl)-9H-fluoren-9-yl)amino]propyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(2-isopropyl-9H-fluoren-9-yl)amino]propyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(2-neopentyl-9H-fluoren-9-yl)amino]propyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(2-isopropenyl-9H-fluoren-9-yl)amino]propyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[[1-(3-ethylphenyl)-1-methylethyl]amino]-2-hydroxypropyl)acetamide hydrochloride;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(4S)-6-isobutyl-3,4-dihydro-2H-chromen-4-yl]amino)propyl)acetamide;

N-[(1S,2R)-3-[(4S)-6-cyano-3,4-dihydro-2H-chromen-4-yl]amino]-1-(3,5-difluorobenzyl)-2-hydroxypropyl]acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(4S)-6-neopentyl-3,4-dihydro-2H-chromen-4-yl]amino)propyl)acetamide;

N-[(1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(6-neopentyl-3,4-dihydro-2H-chromen-4-yl)amino]propyl]acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[[2-(isopropylamino)-9H-fluoren-9-yl]amino]propyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[[1-(3-isobutylphenyl)cyclopropyl]amino]propyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[[4-isobutyl-1,1'-biphenyl-2-yl)methyl]amino]propyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[[7-(2,2-dimethylpropyl)-5-ethyl-1,2,3,4-tetrahydronaphthalen-1-yl]amino]-2-hydroxypropyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[[4R)-6-(2,2-dimethylpropyl)-3,4-dihydro-2H-chromen-4-yl]amino]-2-hydroxypropyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[[1S)-7-(2,2-dimethylpropyl)-1,2,3,4-tetrahydronaphthalen-1-yl]amino]-2-hydroxypropyl)acetamide;

N-[(1S,2R)-3-[[1-(3-tert-butylphenyl)cyclohexyl]amino]-1-(3,5-difluorobenzyl)-2-hydroxypropyl]acetamide;

N-[(1S,2R)-3-[[4-(3-tert-butylphenyl)tetrahydro-2H-pyran-4-yl]amino]-1-(3,5-difluorobenzyl)-2-hydroxypropyl]acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[[6-(2,2-dimethylpropyl)-1,2,3,4-tetrahydroquinolin-4-yl]amino]-2-hydroxypropyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[[1-(3-isopropylphenyl)-4-oxocyclohexyl]amino]propyl)acetamide;

N-[(1S,2R)-3-[(4S)-6-(2,2-dimethylpropyl)-3,4-dihydro-2H-chromen-4-yl]amino]-1-(3-

fluorobenzyl)-2-hydroxypropyl]acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[[5-(2,2-dimethylpropyl)-2-(1H-imidazol-1-yl)benzyl]amino]-2-hydroxypropyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[[7-(2,2-dimethylpropyl)-1-methyl-1,2,3,4-tetrahydronaphthalen-1-yl]amino]-2-hydroxypropyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[[6-(2,2-dimethylpropyl)-4-methyl-3,4-dihydro-2H-chromen-4-yl]amino]-2-hydroxypropyl)acetamide;

N-((1S,2R)-1-(3-fluoro-4-hydroxybenzyl)-2-hydroxy-3-[[1-(3-isopropylphenyl)cyclohexyl]amino]propyl)acetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[[1-(3-isopropylphenyl)cyclohexyl]amino]propyl)-2-fluoroacetamide;

N-((1S,2R)-1-[3-(allyloxy)-5-fluorobenzyl]-2-hydroxy-3-[[1-(3-isopropylphenyl)cyclohexyl]amino]propyl)acetamide;

N-[(1S,2R)-1-(3,5-difluorobenzyl)-3-({1-[3-(2,2-dimethylpropyl)phenyl]-1-methylethyl}amino)-2-hydroxypropyl]-2-fluoroacetamide;

N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[(1S)-7-(2,2-dimethylpropyl)-1,2,3,4-tetrahydronaphthalen-1-yl]amino)-2-hydroxypropyl)-2-fluoroacetamide;

N-[(1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-({1-[3-(3-thienyl)phenyl]cyclohexyl}amino)propyl]acetamide;

N-[(1S,2R)-1-(3,5-difluorobenzyl)-3-({1-[4-(2,2-dimethylpropyl)pyridin-2-yl]cyclopropyl}amino)-2-hydroxypropyl]acetamide;

N-((1R,2S)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(1S)-7-propyl-1,2,3,4-tetrahydronaphthalen-1-yl]amino)propyl)acetamide;

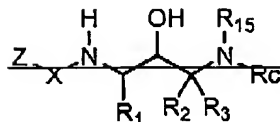
N-((1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[[1-(3-isobutylphenyl)cyclohexyl]amino]propyl)acetamide;

N-((1S,2R)-2-hydroxy-1-(4-hydroxybenzyl)-3-[[1-(3-isopropylphenyl)cyclohexyl]amino]propyl)acetamide;

N-((1R,2S)-1-(3,5-difluorobenzyl)-3-[(1S)-7-ethyl-1,2,3,4-tetrahydronaphthalen-1-yl]amino)-2-hydroxypropyl)-2-ethoxyacetamide; or

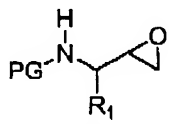
N-((1S,2R)-1-(3,5-difluorobenzyl)-3-[(1R)-7-ethyl-1,2,3,4-tetrahydronaphthalen-1-yl]amino)-2-hydroxypropyl)-2,2-difluoroacetamide; or a pharmaceutically acceptable salt thereof.

13. (Currently Amended) A method for preparing a compound or salt of the formula

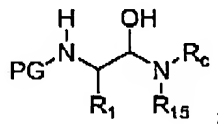


or a pharmaceutically acceptable salt thereof, of claim 1, wherein Z, X, R<sub>1</sub>, R<sub>2</sub>, R<sub>3</sub>, R<sub>15</sub> and R<sub>6</sub> are as defined in claim 1, said method comprising

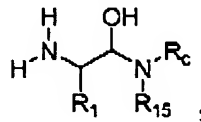
a) reacting an epoxide of the formula



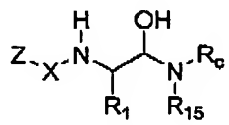
where PG is a nitrogen protecting group that is Cbz, Boc, or benzyl, with a compound of formula H(R<sub>15</sub>)N-R<sub>6</sub>, to form a compound of the formula:



b) deprotecting the amine to form a compound of the formula:



c) coupling the deprotected amine with a compound of formula Z-X-LG, where LG is a leaving group, to form a compound of the formula:



14. (Currently Amended) ~~The use of a compound or salt according to claim 1 for the manufacture of a medicament for use in:~~ A method of treating a subject who has, ~~or in preventing a subject from developing Alzheimer's disease (AD); preventing or delaying the onset of Alzheimer's disease; treating subjects with mild cognitive impairment (MCI); preventing or delaying the onset of Alzheimer's disease in subjects who would progress from MCI to AD; treating Down's syndrome; treating subjects who have Hereditary Cerebral Hemorrhage with Amyloidosis of the Dutch-Type; treating cerebral amyloid angiopathy and preventing its potential~~

consequences; treating other degenerative dementias; treating dementia associated with Parkinson's disease, progressive supranuclear palsy, or cortical basal degeneration; treating diffuse Lewy body type AD; and ~~treating~~ frontotemporal dementias with parkinsonism (FTDP), the method comprising administering a therapeutically effective amount of a compound or salt of claim 1 to a person in need of such treatment.